

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): _____ Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. **Debtor's name** Arcadia Group (USA) Limited (in Administration)

2. **Debtor's unique identifier** **For non-individual debtors:**

☐ Federal Employer Identification Number (EIN) ____ - ____ - ____

☒ Other 06404527. Describe identifier Company Number.

For individual debtors:

☐ Social Security number: xxx - xx- ____ - ____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____

☐ Other _____. Describe identifier _____.

3. **Name of foreign representative(s)** Daniel Francis Butters and Ian C. Wormleighton, as joint Foreign Representatives

4. **Foreign proceeding in which appointment of the foreign representative(s) occurred** English law administration proceeding under the Insolvency Act 1986

5. **Nature of the foreign proceeding**

Check one:

- ☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. **Evidence of the foreign proceeding**

- ☐ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
- ☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
- ☒ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.
Board Minutes Approving Appointment of Administrators;
Notice of Appointment of Administrators

7. **Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?**

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
- ☒ Yes

Debtor Arcadia Group (USA) Limited (in Administration) Case number (if known) _____
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

United Kingdom

Debtor's registered office:

Colegrave House, 70 Berners Street

Number Street

P.O. Box

London W1 T3NL
City State/Province/Region ZIP/Postal Code

United Kingdom
Country

Individual debtor's habitual residence:

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

Address of foreign representative(s):

1 New Street Square

Number Street

P.O. Box

London EC4A 3HQ
City State/Province/Region ZIP/Postal Code

United Kingdom
Country

10. Debtor's website (URL)

https://www.arcadiagroup.co.uk

11. Type of debtor

Check one:

- ☒ Non-individual (check one):
 - ☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
 - ☐ Partnership
 - ☐ Other. Specify: _____
- ☐ Individual

Debtor Arcadia Group (USA) Limited (in Administration)
Name

Case number (if known) _____

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

x 
Signature of foreign representative

Daniel Francis Butters
Printed name

Executed on 05/22/2019
MM / DD / YYYY

x

Signature of foreign representative

Ian Colin Wormleighton
Printed name

Executed on 05/22/2019
MM / DD / YYYY

14. Signature of attorney

x

Signature of Attorney for foreign representative

Date 05/22/2019
MM / DD / YYYY


Printed name

DLA Piper LLP (US)
Firm name

1251 Avenue of the Americas
Number Street
New York
City

NY 10020
State ZIP Code

(212) 335-4500
Contact phone

jamila.willis@dlapiper.com
Email address

4918231
Bar number

NY
State

Exhibit A

(Evidence of the Foreign Proceeding and Appointment of Foreign Representatives)

**Notice of appointment of an administrator by the directors of a
company (where a notice of intention to appoint has been
given)**



Name of Company Arcadia Group (USA) Limited	Company registered number CR-2019-003513 06404527
In the High Court of Justice - Business and Property Courts of England and Wales Insolvency and Companies List (ChD)	For court use only Court case number

This notice of appointment is given in accordance with the requirements of rule 3.24 of the Insolvency (England and Wales) Rules 2016) (IR 2016) and paragraph 29 of Schedule B1 to the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986.) References in this notice of appointment to rules and sections are, unless expressly provided otherwise, respectively references to rules of the IR 2016, and to sections of the IA 1986.

1. Ian Michael Grabiner, Paul Stephen Price and Gillian Anne Hague (the Appointers) have, by the signing and filing of this form, appointed the following named persons as joint administrators of the company (the Joint Administrators): Daniel Francis Butters (licensed insolvency practitioner authorised by ICAEW IP No.9242); and Ian Colin Wormleighton (licensed insolvency practitioner authorised by ICAEW IP No.14230) both of Deloitte LLP, 1 New Street Square, London, EC4A 3HQ, and notice that this appointment has been made is hereby given.
2. Copies of the Joint Administrators' consents to act, produced in accordance with paragraph 29(3) of Schedule B1 and rule 3.2, accompany this notice.
3. The Appointers are entitled to make an appointment under paragraph 22 of Schedule B1.
4. This appointment is in accordance with Schedule B1.
5. The Company is not an Article 1.2 undertaking (as defined in rule 1.2).
6. The proceedings flowing from the appointment will be main proceedings because:
 - a) it is a private limited liability company incorporated in England;
 - b) its directors live and work in England;
 - c) it is operated from its registered office in England, which is where its board meetings take place;
 - d) all management decisions are made in England;
 - e) its statutory accounts and annual return are filed with Companies House in the UK;
 - f) its human resources functions are also provided by TSTML. TSTML's Head of HR is based in England;
 - g) its IT systems are provided from England mainly by AGL with some systems (such as the employee communication system) being supplied by TSTML;
 - h) its sole secured creditor is AGL. AGL is based in England. Aside from AGL, the Company's main financial creditor is TSTML – which is also based in England;
 - i) the corporate identity and branding of the Company, as part of the Group, was created in and is largely associated with the United Kingdom; and
 - j) the Company therefore conducts the administration of its interests on a regular basis in England and this is known to its key creditors and is ascertainable by other third parties.

CERTIFIED A TRUE AND COMPLETE COPY
OF THE ORIGINAL

Freshfields Bruckhaus Deringer LLP
FRESHFIELDS BRUCKHAUS DERINGER LLP
65 FLEET STREET
LONDON
EC4Y 1HS

7. The Appointers have given written notice of their intention to appoint in accordance with paragraph 26(1) of Schedule B1 and a copy of that notice was filed at court on 22 May 2019 and each person to whom the notice was sent has consented to this appointment.
8. The administrators' appointment is made at the date and time that this notice was filed with the court, as endorsed by the court below.
9. For the purposes of paragraph 100(2) of Schedule B1 the administrators may exercise any of the powers conferred on them by the IA 1986 jointly or individually.
10. I [Signature], Director of the company, do solemnly and sincerely declare that:
 - (1) the Appointers are entitled to make an appointment under paragraph 22,
 - (2) the appointment is in accordance with Schedule B1, and
 - (3) so far as I am able to ascertain, the statements made and information given in the statutory declaration filed with the notice of intention to appoint remain accurate.

AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 65 FLEET STREET, LONDON EC4Y 1HS

Signed [Signature]

This 22nd day of MAY 2019

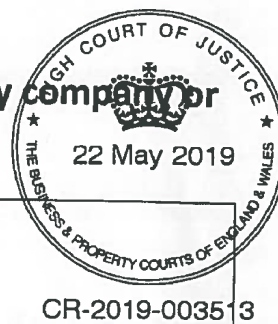
before me SUNJAY MALHOTRA

A Commissioner for Oaths or Notary Public or Justice of the Peace or solicitor or duly authorised officer.

Endorsement to be completed by the court

This notice was filed on 22nd May 2019 at 12.53pm

Notice of intention to appoint an administrator by company or directors



Name of Company
Arcadia Group (USA) Limited

Company registered number
06404527
CR-2019-003513

In the
High Court of Justice - Business and Property Courts of England and Wales Insolvency and Companies List (ChD)

For court use only
Court case number

This notice of intention to appoint an administrator is made in accordance with the requirements of rule 3.23 of the Insolvency (England and Wales) Rules 2016 (IR 2016) and paragraphs 26 and 27(2) of Schedule B1 to the Insolvency Act 1986 (respectively Schedule B1 and IA 1986). References in this notice to rules and sections are, unless expressly provided otherwise, respectively references to rules of the IR 2016 and to sections of the IA 1986.

1. Ian Michael Grabiner, Paul Stephen Price and Gillian Anne Hague intend to appoint Daniel Francis Butters (licensed insolvency practitioner authorised by ICAEW IP No.9242) and Ian Colin Wormleighton (licensed insolvency practitioner authorised by ICAEW IP No.14230) both of Deloitte LLP, 1 New Street Square, London, EC4A 3HQ as joint administrators of the Company.

2. This notice is being given in accordance with paragraph 26(1) of Schedule B1 to the following persons who are or may be entitled to appoint an administrative receiver of the Company or an administrator of the Company under paragraph 14 of Schedule B1:

Arcadia Group Limited of Colgrave House, 70 Berners Street, London, W1T 3NL.

3. The Company has not within the preceding 12 months been:

- in administration;
- the subject of a moratorium under Schedule A1 to the IA 1986 which ended on a date when no company voluntary arrangement was in force; or
- the subject of a company voluntary arrangement which was made during a moratorium under Schedule A1 to the IA 1986 and which ended prematurely within the meaning of section 7B.

4. In relation to the Company there is no:

- petition for winding up which has been presented but not yet disposed of;
- administration application which has not yet been disposed of; or
- administrative receiver in office.

5. The Company is not an Article 1.2 undertaking (as defined in rule 1.2).

6. The proceedings flowing from the appointment will be main proceedings and the reasons for this are:

- a) It is a private limited liability company incorporated in England;
- b) its directors live and work in England;
- c) it is operated from its registered office in England, which is where its board meetings take place;
- d) all management decisions are made in England;
- e) its statutory accounts and annual return are filed with Companies House in the UK;
- f) its human resources functions are also provided by TSTML. TSTML's Head of HR is based in England;
- g) its IT systems are mainly provided from England mainly by AGL with some systems (such as the employee communication system) being supplied by TSTML;
- h) its sole secured creditor is AGL. AGL is based in England. Aside from AGL, the Company's main financial creditor is TSTML – which is also based in England;
- i) the corporate identity and branding of the Company, as part of the Group, was created in and is largely associated with the United Kingdom; and

CERTIFIED A TRUE AND COMPLETE COPY
OF THE ORIGINAL

W52922835/2 171048-0002

Freshfields Bruckhaus Deringer LLP
FRESHFIELDS BRUCKHAUS DERINGER LLP
65 FLEET STREET
LONDON
EC4Y 1HS

j) the Company therefore conducts the administration of its interests on a regular basis in England and this is known to its key creditors and is ascertainable by other third parties.

7. This notice is accompanied by a record of the decision of the directors to appoint administrators.

8. I Saifullah, Director of the Company, do solemnly and sincerely declare that:

(1) the Company is or is likely to become unable to pay its debts,

(2) the Company is not in liquidation, and that

(3) the appointment is not prevented by paragraphs 23 to 25 of Schedule B1, so far as I am able to ascertain.

AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 65 FLEET STREET, LONDON EC4Y 1HS

Signed [Signature]

This 22nd day of MAY 2019

before me SUNJAY MACHOTRA

A Commissioner for Oaths or Notary Public or Justice of the Peace or solicitor or duly authorised officer.

Consent of Floating Charge Holder to Appointment of Administrator

If, having read this notice, you wish to consent in writing to the appointment contemplated by this notice you may do so but after five business days have expired from delivery of the notice the appointers may make the appointment although you have not replied.

You can indicate your consent either by completing the details in the box below and returning a copy of this notice or by sending your written consent to the appointer at the following address:

Colgrave House, 70 Berners Street, London, W1T 3NL.

If your consent has not been given within five business days the appointers may make the appointment notwithstanding that you have not replied.

Arcadia Group Limited of Colgrave House, 70 Berners Street, London, W1T 3NL being the holder of the following floating charge over the Company's property:

A fixed and floating security document containing fixed and floating charges over the undertaking and all its assets, both present and future created on 5 December 2012 and registered at Companies House on 7 December 2012.

consents to the appointment of the administrators in accordance with the details of the above notice.

Signed _____
(If signing this on behalf of a firm or company state position or office held)

Dated _____

Endorsement to be completed by the court

This notice was filed ON 22 MAY 2019 AT 12:32PM

LON32922835/2 171048-0002

Rule 3.2, IR 2016

Proposed administrator's statement and consent to act

(a) This statement is prepared for a company incorporated in England and Wales under the Companies Act 2006 or any previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to rule 1.6 for identification requirements. (Rules 3.2(1)(a) and 1.6.)

(aa) This information is not required but is included for convenience of the intended recipients and this addition may be considered immaterial but permitted. (Rule 1.9.)

*delete as applicable

(b) Insert name of proposed administrator and amend to indicate if more than one appointee is proposed. Note a separate statement and consent to act is required of each administrator where a number of persons are proposed to be appointed to act jointly or concurrently. (Rules 3.2(1)(b) and 3.2(3).)

(c) Insert IP number. (Rule 3.2(1)(c).)

(d) Insert details of applicable RPB. (Rule 3.2(1)(d).)

(e) (Rule 3.2(1)(e).)

(f) Delete as applicable.

(ff) Delete/complete as applicable. This was formerly referenced as an attachment to Form 2.2B but the rules now envisage that the details are included within the notice. (Rule 3.2(1)(f).)

(g) Insert name of person by whom the appointment is to be made if made out of court and delete remainder. Insert the applicant's name if it is a court application and retain the remainder. (Rule 3.2(1)(g).)

(h) (Rule 3.2(1)(h).)

(i) (Rules 3.2(2) and 1.5.)

Name of Company

Arcadia Group (USA) Limited

(a) Company registered number

06404527

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND
AND WALES INSOLVENCY AND COMPANIES LIST
(ChD)

For court use only
Court case number

(aa) This statement and consent to act is made in accordance with the requirements of rule 3.2 of the Insolvency (England and Wales) Rules 2016 (IR 2016) and Schedule B1 of the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986). References in this statement to rules are, unless expressly provided otherwise, references to rules of the IR 2016.

1. I (b) Daniel Francis Butters of Deloitte LLP, 1 New Street Square London EC4A 3HQ, one of the proposed administrators, certify that I am qualified to act as an insolvency practitioner in relation to the company. My IP number is as follows:

(c) 9242

The recognised professional body which is the source of my authorisation to act as an insolvency practitioner in relation to the company is as follows:

(d) ICAEW

2. (e) I consent to act as administrator of the company.

3. I have had a prior professional relationship with the company.

(ff) The following is a short summary of my prior professional relationship with the company:

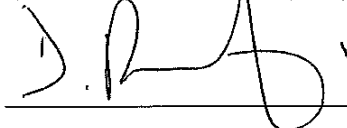
Taveta Investments Limited engaged Deloitte LLP on 25 September 2018 for advice and assistance in relation to the restructuring options available to it and its subsidiaries ("Group") (which includes the company). Since its engagement, Deloitte LLP has worked with the Group and the Company to assess restructuring options available to the Group, which included a company voluntary arrangement ("CVA") feasibility study, a CVA analysis and preparation for the launch of a CVA proposal in respect of various companies within the Group (but, for the avoidance of doubt, not the company). In addition, Deloitte LLP has been engaged in providing wider contingency planning. To the extent that any CVA is launched, it is expected that I will be the appointed nominee (together with Ian Colin Wormleighton also of Deloitte LLP) and subsequently the supervisor if such CVA is approved in due course.

I do not believe these previous engagements (or my proposed appointment as nominee in respect of CVAs of other companies in the Group) give rise to any conflict with regard to my appointment (alongside Ian Colin Wormleighton also of Deloitte LLP) as joint administrators to the company.

4. The proposed appointment is to be made by (g) Ian Michael Grabiner, Paul Stephen Price and Gillian Anne Hague as the directors of the company.

5. (h) I am of the opinion that the purpose of administration is reasonably likely to be achieved in this particular case.

(i) Authenticated and dated by the proposed administrator



Dated 21/5/19.

Rule 3.2, IR 2016

Proposed administrator's statement and consent to act

(a) This statement is prepared for a company incorporated in England and Wales under the Companies Act 2006 or any previous Companies Act. If the company is incorporated outside the UK or is an unregistered company refer to rule 1.6 for identification requirements. (Rules 3.2(1)(a) and 1.6.)

(aa) This information is not required but is included for convenience of the intended recipients and this addition may be considered immaterial but permitted. (Rule 1.9.)
*delete as applicable

(b) Insert name of proposed administrator and amend to indicate if more than one appointee is proposed. Note a separate statement and consent to act is required of each administrator where a number of persons are proposed to be appointed to act jointly or concurrently. (Rules 3.2(1)(b) and 3.2(3).)

(c) Insert IP number. (Rule 3.2(1)(c).)

(d) Insert details of applicable RPB. (Rule 3.2(1)(d).)

(e) (Rule 3.2(1)(e).)

(f) Delete as applicable.

(ff) Delete/complete as applicable. This was formerly referenced as an attachment to Form 2.2B but the rules now envisage that the details are included within the notice. (Rule 3.2(1)(f).)

(g) Insert name of person by whom the appointment is to be made if made out of court and delete remainder. Insert the applicant's name if it is a court application and retain the remainder. (Rule 3.2(1)(g).)

(h) (Rule 3.2(1)(h))

(i) (Rules 3.2(2) and 1.5.)

Name of Company

Arcadia Group (USA) Limited

(a) Company registered number

06404527

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND
AND WALES
INSOLVENCY AND COMPANIES LIST (ChD)

For court use only
Court case number

(aa) This statement and consent to act is made in accordance with the requirements of rule 3.2 of the Insolvency (England and Wales) Rules 2016 (IR 2016) and Schedule B1 of the Insolvency Act 1986 (respectively, Schedule B1 and IA 1986). References in this statement to rules are, unless expressly provided otherwise, references to rules of the IR 2016.

1. I (b) Ian Colin Wormleighton of Deloitte LLP, 1 New Street Square London EC4A 3HQ, one of the proposed administrators, certify that I am qualified to act as an insolvency practitioner in relation to the company. My IP number is as follows:

(c) 14230

The recognised professional body which is the source of my authorisation to act as an insolvency practitioner in relation to the company is as follows:

(d) ICAEW

2. (e) I consent to act as administrator of the company.

3. I have had a prior professional relationship with the company.

(ff) The following is a short summary of my prior professional relationship with the company:

Taveta Investments Limited engaged Deloitte LLP on 25 September 2018 for advice and assistance in relation to the restructuring options available to it and its subsidiaries ("Group") (which includes the company). Since its engagement, Deloitte LLP has worked with the Group to assess restructuring options available to the Group, which included a company voluntary arrangement ("CVA") feasibility study, a CVA analysis and preparation for the launch of a CVA proposal in respect of various companies within the Group (but, for the avoidance of doubt, not the company). In addition, Deloitte LLP has been engaged in providing wider contingency planning. To the extent that any CVA is launched, it is expected that I will be the appointed nominee (together with Daniel Francis Butters also of Deloitte LLP) and subsequently the supervisor if such CVA is approved in due course.

I do not believe these previous engagements (or my proposed appointment as nominee in respect of CVAs of other companies in the Group) give rise to any conflict with regard to my appointment (alongside Daniel Francis Butters also of Deloitte LLP) as joint administrators to the company.

4. The proposed appointment is to be made by (g) Ian Michael Grabiner, Paul Stephen Price and Gillian Anne Hague as the directors of the company.

5. (h) I am of the opinion that the purpose of administration is reasonably likely to be achieved in this particular case.

(i) Authenticated and dated by the proposed administrator



Dated

21/5/19

ARCADIA GROUP (USA) LIMITED

Minutes of a meeting of the directors of Arcadia Group (USA) Limited (the *Company*) held at 65 Fleet Street, London EC4Y 1HS on 22 May 2019 at 10.05 a.m.

PRESENT:

Ian Grabiner
(Chair)
Gillian Hague
Paul Price
Michelle Gammon
(~~Company Secretary~~)

IN ATTENDANCE:

Neil Golding
Adam Gallagher
Peter Bloxham
Jamie Drummond-Smith
Dan Butters

Michelle Gammon
(Company Secretary)

APOLOGIES:

1. QUORUM AND NOTICE

It was reported that the notice of the meeting had been given to all those entitled to receive it. It was noted that a quorum was present and the meeting proceeded to business.

2. PURPOSE

The Chair explained that the principal purpose of the meeting was to discuss the financial difficulties facing the Company, and the likelihood of continued support from Arcadia Group Limited (*AGL*) and its subsidiaries (within the meaning of section 1159 of the Companies Act 2006 and a subsidiary undertaking within the meaning of section 1162 of the Companies Act 2006) (together the *Group*) for the Company, and to take any appropriate action in light of those financial difficulties. In particular, the Chair explained that the purpose of the meeting was to consider whether it was appropriate, in the circumstances, to appoint administrators to the Company; and if so, to consider and approve the documents required for such appointment for execution (where appropriate) on behalf of the Company; and to authorise on behalf of the Company a director to execute and sign appropriate documents that need to be signed or executed on behalf of the directors, rather than the Company.

3. DECLARATIONS OF INTEREST

In accordance with sections 177 and 182 of the Companies Act 2006 and the articles of association of the Company, each of the directors declared they had no interest in the business to be transacted by the meeting other than in their capacity as a director of other companies within the same group of companies as the Company.

4. THE COMPANY'S FINANCIAL POSITION

4.1 A balance sheet as at 27 April 2019 (being the most recently available statement) for the Company was produced to the meeting. The balance sheet demonstrated that, as of 27 April 2019, the Company had total assets of £41.8m, total liabilities of £141.3m, and net liabilities of £99.5m. The directors noted that these values do not include contingent liabilities including those that would or might crystallise in the event of the entry the Company into an insolvency proceeding. It was further noted that these values also do not include a contingent liability in respect of the debenture granted by the Company to AGL in respect of the Vendor Loan Note dated 5 December 2012, between AGL and Top Shop / Top Man Limited (*TSTM*). The directors also noted that the asset values set out in the balance sheet refer to book values. The estimate for the realisation of those assets is likely to be less than the book value. Further, given the balance sheet was prepared as at 27 April 2019, the values for certain assets, such as stock, are likely to have declined since then.

4.2 The directors noted that the Group has developed plans to restructure its business (the *Restructuring Plans*). A key step in the implementation of the Restructuring Plans had occurred earlier in the day, when certain members of the Group had resolved to propose company voluntary arrangements (under Part 1 of the Insolvency Act 1986) to its creditors (the *CVAs*).

4.3 Part of the Restructuring Plans concerned the business of the Company. The Company had been loss-making for some time and had in particular been reliant on financial support from TSTM to enable it to continue to operate as a going concern. While it had considered alternative options for the Company, the Group had ultimately determined, as part of the Restructuring Plans, that the Company no longer had a viable long-term business and that, for the benefit of TSTM's and the wider Group's financial position, TSTM should withdraw financial support from AGUS at the point the CVAs were launched.

4.4 It was noted that, as the CVAs had been approved earlier that day, in accordance with the Restructuring Plans, TSTM had, shortly before the meeting commenced, resolved to withdraw financial support for the Company.

4.5 The directors carefully considered the Company's financial position, the Group's restructuring plans and the advice given to them by the Company's legal and financial advisers, in particular, the Estimated Outcome Statement prepared by Deloitte LLP (and appended to these board minutes) which set out the likely financial outcomes that would be achieved in respect of the Company in the event of an administration or a liquidation and which indicated that an administration would achieve a better outcome for the Company's creditors than a liquidation. Following a review of the financial position and the advice received, the directors concluded that the Company no longer had a reasonable prospect of avoiding an insolvent liquidation or administration.

4.6 In light of these facts, the directors formed the view that in order to minimise losses to creditors of the Company, the Company should enter administration as soon as practicable. The directors noted that they were entitled under the provisions of the Insolvency Act 1986

(the *Act*) to appoint administrators out of Court pursuant to paragraph 22 of Schedule B1 to the Act.

4.7 The Chair noted that Daniel Francis Butters and Ian Colin Wormleighton of Deloitte LLP, both of 1 New Street Square, London EC4A 3HQ (the *Proposed Joint Administrators*), licensed insolvency practitioners, had agreed in principle to act as joint administrators of the Company should the directors at this meeting resolve to place the company into administration.

5. DOCUMENTS PRODUCED TO THE MEETING

5.1 There were then produced to the meeting the following documents (together, the *Documents*) in draft for consideration:

- (a) a copy of a notice of intention to appoint the Proposed Joint Administrators as joint administrators of the Company containing the information set out by rule 3.23 of the Insolvency (England and Wales) Rules 2016 (the *Rules*) (the *Notice of Intention to Appoint*);
- (b) a copy of a notice of appointment of the Proposed Joint Administrators containing the information set out by rule 3.24 of the Rules (the *Notice of Appointment*);
- (c) a letter from the directors to AGL in its capacity as a Qualified Floating Charge Holder under a security agreement dated 5 December 2012 between the Company and AGL, enclosing a copy of the Notice of Intention to Appoint and a copy of the minutes of this meeting and notifying AGL of the directors' intention to appoint the Proposed Joint Administrators pursuant to paragraph 26 of Schedule B1 to the Act (the *QFCH Notification Letter*);
- (d) a cover letter to be signed by AGL and sent to the Company, together with the Notice of Intention to Appoint countersigned by AGL, whereby AGL acknowledges receipt of the QFCH Notification Letter and consents to the appointment of the Proposed Joint Administrators as indicated in the countersigned Notice of Intention to Appoint and waives any notice period required by statute (in particular paragraph 26(1) of Schedule B1 to the Act) or common law (the *QFCH Consent Letter*);
- (e) a letter from the directors of the Company to the Company enclosing a copy of the Notice of Intention to Appoint and a copy of the minutes of this meeting and notifying the Company of the directors' intention to appoint the Proposed Joint Administrators pursuant to paragraph 26(2) of Schedule B1 to the Act and rule 3.23(4) of the Rules (the *Company Notification Letter*); and
- (f) a letter from the Company to the directors of the Company acknowledging receipt of the Company Notification Letter, consenting to the proposed appointment of the Proposed Joint Administrators and waiving any notice period required by statute or common law (the *Company Consent Letter*); and
- (g) a letter from the directors of the Company to the Proposed Joint Administrators notifying the Proposed Joint Administrators of the appointment pursuant to paragraph 32 of Schedule B1 to the Act and rule 3.26 of the Rules (the *Proposed Joint Administrators Notification Letter*).

5.2 The written statements containing the information set out by rule 3.2 of the Rules by each of the Proposed Joint Administrators were also produced to the meeting.

6. NOTIFICATION OF QUALIFYING FLOATING CHARGE HOLDER

It was noted that before the directors could appoint an administrator out of court they were required to give five business days' notice of their intention to appoint an administrator to AGL in accordance with paragraph 26 of Schedule B1 to the Act or to obtain the consent of AGL to the appointment. It was noted that AGL has already indicated it would consent to the appointment. To this end it was anticipated that AGL would countersign the Notice of Intention to Appoint as soon as it received it and send this back to the directors of the Company together with the QFCH Consent Letter.

7. NOTIFICATION OF COMPANY

It was noted that before the directors could appoint an administrator out of court pursuant to paragraph 22 of Schedule B1 to the Act they were required to give notice of their intention to appoint an administrator to the Company in accordance with paragraph 26(2) of Schedule B2 to the Act and rule 3.23(4) of the Rules.

8. CONSIDERATION

8.1 The terms of the Documents and the reasons for the proposed appointment of administrators to the Company were carefully considered by the directors. The directors further considered (amongst other matters) their general duties pursuant to Chapter 2 of the Companies Act 2006 (and in particular the matters referred to in section 172 of the Companies Act 2006).

8.2 Each of the directors at the meeting declared that, so far as they were able to ascertain:

- (a) the Company had not been in administration within the last 12 months;
- (b) no winding-up petition had been presented in relation to the Company which had not been disposed of;
- (c) no administration application had been made in relation to the Company which had not been disposed of;
- (d) no administrative receiver was in office in respect of the Company;
- (e) the Company was not in liquidation; and
- (f) the Company had not been subject to a moratorium under Schedule A1 to the Insolvency Act 1986.

9. RESOLUTIONS

Accordingly, after full and careful consideration IT WAS RESOLVED THAT:

- (a) the Company was or was likely to become unable to pay its debts within the meaning given to that expression by section 123 of the Act;
- (b) under the circumstances, it was in the best interests of the Company, its creditors and shareholders that the directors should take such action as is necessary to appoint administrators to the Company;

- (c) the Documents be and hereby are approved;
- (d) any director be authorised to make the statutory declaration contained in the Notice of Intention to Appoint;
- (e) the Company's solicitors be instructed to file the Notice of Intention to Appoint at Court;
- (f) the QFCH Notification Letter together with the Notice of Intention to Appoint and a copy of the minutes of this meeting shall be served upon AGL and the Company's solicitors shall be authorised to effect such service;
- (g) the Company Notification Letter together with a copy of the Notice of Intention to Appoint and a copy of the minutes of this meeting shall be served upon the Company and the Company's solicitors shall be authorised to effect such service;
- (h) any director be authorised to sign any of the Documents to be signed under hand only on behalf of the directors and/or the Company; and
- (i) any director be authorised to do all such acts and things and agree and execute all such documents, certificates and notices and other communications as may be required in connection with or as contemplated by the appointment of the Proposed Joint Administrators or the terms of the Documents or as may be necessary or desirable in order to complete them and that any director be authorised to agree any amendment to any of the Documents on the basis that the execution by such director of such documents or the witnessing of such documents by such director be taken as conclusive evidence of his agreement to such amendments.

10. SERVICE

The Company's solicitors be instructed to serve and file such Documents as required to be served or filed with or submitted to the court and to other prescribed persons and to send such of the Documents that are required to be sent by letter or electronic communication.

11. CLOSE OF BUSINESS

There being no further business, the meeting closed.


.....
Chair

ARCADIA GROUP (USA) LIMITED

12.35pm
Minutes of a meeting of the directors of Arcadia Group (USA) Limited (the
10.15 a.m. ~~Company~~) held at 65 Fleet Street, London EC4Y 1HS on 22 May 2019 at

PRESENT:

Ian Grabiner
(Chair)
Gillian Hague
Paul Price
Michelle Gammon
(Company Secretary)

IN ATTENDANCE:

Neil Golding
Adam Gallagher
Peter Bloxham
Jamie Drummond-Smith
Dan Butters

APOLOGIES:

Michelle Gammon
(Company Secretary)

1. QUORUM AND NOTICE

It was reported that the notice of the meeting had been given to all those entitled to receive it. It was noted that a quorum was present and the meeting proceeded to business.

2. PURPOSE

The Chair explained that the principal purpose of the meeting was to finalise the appointment of Daniel Francis Butters and Ian Colin Wormleighton of Deloitte LLP, both of 1 New Street Square, London EC4A 3HQ (the *Proposed Joint Administrators*) as administrators of the Company following a meeting of the directors of the Company earlier the same day (the *Meeting*) at which it was resolved (amongst other things) that it was in the best interests of the Company, its creditors and shareholders that the directors should take such action as was necessary to appoint administrators to the Company, and developments following the Meeting.

3. DECLARATIONS OF INTEREST

In accordance with sections 177 and 182 of the Companies Act 2006 and the articles of association of the Company, each of the directors declared they had no interest in the business to be transacted by the meeting other than in their capacity as a director of other companies within the same group of companies as the Company.

4. ADMINISTRATION APPOINTMENT

The directors noted that:

- (a) in the Meeting, the directors had approved drafts of certain documents required to facilitate the appointment of the Proposed Administrators, in particular a notice of appointment of the Proposed Joint Administrators containing the information set out by rule 3.24 of the Insolvency (England and Wales) Rules 2016 (the *Rules*) (the *Notice of Appointment*) and a letter from the directors of the Company to the Proposed Joint Administrators notifying the Proposed Joint Administrators of the appointment pursuant to paragraph 32 of Schedule B1 to the Insolvency Act 1986 and rule 3.26 of the Rules (the *Proposed Joint Administrators Notification Letter*) (the *Documents*);
- (b) the statutory declaration in a Notice of Intention to Appoint the Proposed Joint Administrators as joint administrators of the Company containing the information set out by rule 3.23 of the Rules (the *Notice of Intention to Appoint*) had been sworn by Ian Grabiner;
- (c) Arcadia Group Limited (AGL) had been served with a letter from the directors of the Company to AGL in its capacity as a Qualified Floating Charge Holder under a security agreement dated 5 December 2012 between the Company and AGL, enclosing a copy of the Notice of Intention to Appoint and a copy of the minutes of the Meeting, and notifying AGL of the directors' intention to appoint the Proposed Joint Administrators pursuant to paragraph 26 of Schedule B1 to the Act (the *QFCH Notification Letter*);
- (d) the Company had been served with a letter from the directors of the Company to the Company, enclosing a copy of the Notice of Intention to Appoint and a copy of the minutes of an earlier meeting of the directors, and notifying the Company of the directors' intention to appoint the Proposed Joint Administrators pursuant to paragraph 26(2) of Schedule B1 to the Act and rule 3.23(4) of the Rules (the *Company Notification Letter*);
- (e) the Notice of Intention to Appoint had been filed at Court by the Company's solicitors; and
- (f) the Company had now received:
 - (i) a copy of the Notice of Intention to Appoint countersigned by AGL;
 - (ii) a letter signed by AGL acknowledging receipt of the QFCH Notification Letter and consenting to the appointment of the Proposed Joint Administrators and waiving any notice period required by statute (in particular paragraph 26(1) of Schedule B1 to the Act) or common law; and
 - (iii) a letter from the Company to the directors of the Company acknowledging receipt of the Company Notification Letter, consenting to the proposed appointment of the Proposed Joint Administrators and waiving any notice period required by statute or common law.

5. RESOLUTIONS

Accordingly, after full and careful consideration IT WAS RESOLVED THAT:

- (a) any director be authorised to make the statutory declaration set out in the Notice of Appointment;

- (b) Daniel Francis Butters and Ian Colin Wormleighton be and hereby are appointed out of court as joint administrators of the Company, such appointment to be effective on the date and at the time the court endorses the Notice of Appointment;
- (c) any director be authorised to sign any of the Documents to be signed under hand only on behalf of the directors and/or the Company; and
- (d) any director be authorised to do all such acts and things and agree and execute all such documents, certificates and notices and other communications as may be required in connection with or as contemplated by the appointment of the Proposed Joint Administrators or the terms of the Documents or as may be necessary or desirable in order to complete them and that any director be authorised to agree any amendment to any of the Documents on the basis that the execution by such director of such documents or the witnessing of such documents by such director be taken as conclusive evidence of his agreement to such amendments.

6. SERVICE

The Company's solicitors be instructed to serve and file such Documents as required to be served or filed with or submitted to the court and to other prescribed persons and to send such of the Documents that are required to be sent by letter or electronic communication.

7. CLOSE OF BUSINESS

There being no further business, the meeting closed.

.....
Chair

Exhibit B

(Statements of Foreign Representatives Required by Section 1515(c) and Rule 1007(a)(4))

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	
ARCADIA GROUP (USA) LIMITED (in Administration), ¹)	Chapter 15
)	
Debtor in a Foreign Proceeding.)	Case No. 19-_____ (____)
)	

**STATEMENTS OF FOREIGN REPRESENTATIVES REQUIRED BY
SECTION 1515(C) OF THE BANKRUPTCY CODE AND RULE 1007(A)(4)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Daniel Francis Butters and Ian Colin Wormleighton, in their capacity as duly authorized joint foreign representatives (in such capacity, jointly, the “**Foreign Representatives**”), of Arcadia Group (USA) Limited (in Administration) (the “**Foreign Debtor**”) in a foreign proceeding commenced under English law pursuant to the Insolvency Act 1986 (the “**UK Proceeding**”), hereby make the following statements required by section 1515(c) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”).

A. STATEMENT REQUIRED BY SECTION 1515(c) OF THE BANKRUPTCY CODE

The Foreign Representatives submit that, to the best of their knowledge, other than the UK Proceeding, there are no foreign proceedings concerning the Foreign Debtor.

**B. ALL AUTHORIZED ADMINISTRATORS OF THE FOREIGN DEBTOR IN THE
UK PROCEEDINGS**

Daniel Francis Butters
1 New Street
London, United Kingdom EC4A 3HQ

Ian Colin Wormleighton
1 New Street
London, United Kingdom EC4A 3HQ

¹ The Foreign Debtor is incorporated and registered in England and Wales with Company Number 06404527. The Foreign Debtor’s mailing address (and its registered office) is Colegrave House, 70 Berners Street, London, W1T 3NL, United Kingdom.

C. PARTIES TO LITIGATION PENDING IN THE UNITED STATES

The Foreign Representatives submit that, to the best of their knowledge, the following litigation involving the Foreign Debtor is pending in the United States:

Wallace vs. Arcadia Group USA Limited
c/o Nicholas & Tomasevic, LLP
Attn: Craig M. Nicholas, Alex Tomasevic and David Greco
225 Broadway, 19th Floor
San Diego, CA 92101

D. PARTIES AGAINST WHICH PROVISIONAL RELIEF IS SOUGHT

Attached as **Schedule 1** hereto is a list of the parties and their addresses against whom provisional relief is sought.

The information provided is based on the Foreign Representatives' review of the Foreign Debtor's books and records. The Foreign Representatives reserve the right to modify or supplement any of the information provided here.

[Declaration Page Follows]

Schedule 1

PROVISIONAL PARTIES LIST

	NAME	NOTICE DETAILS
LANDLORDS		
1.	480-486 BROADWAY LLC	<p>c/o Vornado Realty L.P. 888 Seventh Avenue New York, New York 10019 Attention: Executive Vice President - Retail Real Estate Division</p> <p>with copy to:</p> <p>c/o Vorando Realty L.P. 210 Route 4 East, Paramus, New Jersey 07652 Attention: Executive Vice President - Finance and Administration and Chief Financial Officer</p>
2.	530 BROADWAY LLC	<p>25 West 39th Street, New York, New York 10018 Attention: Justin A. Xenitelis, Esq. General Counsel</p>
3.	AVENTURA MALL EXPANSION VENTURE	<p>c/o Turnberry Aventura Mall Expansion Company, Ltd., 19501 Biscayne Boulevard, Suite 400, Aventura, Florida 33180, Attention: Legal Department/Leasing Attorney,</p> <p>together with a copy to:</p> <p>c/o M.S. Management Associates, Inc., 225 West Washington Street, Indianapolis, Indiana 46204, Attention: Senior Executive Vice President-Leasing</p>

		<p>and a copy to:</p> <p>c/o Managing Attorney, Legal Collections & Bankruptcy Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: cmartin@simon.com Attention: Catherine M. Martin</p> <p>and to:</p> <p>Vice President/Bankruptcy Counsel Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: rtucker@simon.com Email: Ron Tucker</p>
4.	FASHION VALLEY MALL, LLC	<p>c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, Indiana, 46204-3438</p> <p>and a copy to:</p> <p>c/o Managing Attorney, Legal Collections & Bankruptcy Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: cmartin@simon.com Attention: Catherine M. Martin</p> <p>and to:</p>

		Vice President/Bankruptcy Counsel Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: rtucker@simon.com Email: Ron Tucker
5.	FASHION SHOW MALL LLC	c/o Fashion Show 110 N. Wacker Dr. Chicago, IL 60606 Attention: Law/Lease Administration Department with a copy to: Fashion Show 3200 Las Vegas Boulevard Las Vegas, NV 89109 Attention: General Manager
6.	FRANCONIA TWO, L.P.	201 Route 4 East Paramus, New Jersey 07652 Attention: Legal Department - Retail Real Estate Division and copy to Executive Vice President - Finance and Chief Administrative Officer
7.	GFM, LLC	c/o Caruso Affiliated, 101 The Grove Drive, Los Angeles, California 90036. Facsimile No. (323) 900-8101
8.	GROSVENOR INTERNATIONAL (AMERICAN FREEHOLDS) LIMITED AND BBCAF-VRC, LLC	Grosvenor Americas 1701 Pennsylvania Avenue, NW Suite 1050 Washington, DC 20006 Attention: Asset Manager

		<p>with copy to:</p> <p>c/o Grosvenor Americas One California Street Suite 2500 San Francisco, CA 94111 Attention: President</p>
9.	HG GALLERIA I, II, III, L.P.	<p>c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, Indiana, 46204-3438</p> <p>and a copy to:</p> <p>c/o Managing Attorney, Legal Collections & Bankruptcy Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: cmartin@simon.com Attention: Catherine M. Martin</p> <p>and to:</p> <p>Vice President/Bankruptcy Counsel Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: rtucker@simon.com Email: Ron Tucker</p>
10.	THE AMERICANA AT BRAND, LLC	<p>c/o Caruso Affiliated, 101 The Grove Drive, Los Angeles, California 90036.</p>

		Facsimile No. (323) 900-8101
11.	THE RETAIL PROPERTY TRUST	<p>c/o M.S. Management Associates Inc. 225 West Washington Street, Indianapolis, Indiana 46204-3438</p> <p>and a copy to:</p> <p>c/o Managing Attorney, Legal Collections & Bankruptcy Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: cmartin@simon.com Attention: Catherine M. Martin</p> <p>and to:</p> <p>Vice President/Bankruptcy Counsel Simon Property Group, L.P. 225 West Washington Street Indianapolis, Indiana 46204-3438 Fax: 317-263-7901 Email: rtucker@simon.com Email: Ron Tucker</p>
12.	TMO 1 LLC	<p>c/o Vornado Realty Trust 888 Seventh Avenue New York, New York 10019 Attention: Executive Vice President - Retail</p> <p>with copy to:</p> <p>c/o Vornado Realty L.P. 210 Route 4 East, Paramus, New Jersey 07652</p>

		Attention: Chief Financial Officer
CONCESSIONAIRES		
13.	A WEATHERED PENNY LTD (T/A A WEATHERED PENNY)	37 Warren Street London United Kingdom, W1T 6AD Email: kayleigh@aweatheredpenny.co.uk
14.	ABSENCE OF COLOUR LIMITED	Flat 44, Chronos Building, 23 Mile End, London, E1 4TN Email: heba@aocfashion.com
15.	AMERCHINE LLC	101 Japanese Village Plaza, Los Angeles, CA 90012 Email: pramod@innovativesolutions.com
16.	AMVI COLLECTION INC (T/A AMVI)	7953 4th Street Downey CA 90241 Email: julio@amvicollection.com
17.	BBC APPAREL GROUP LLC (T/A BLANK NYC)	1407 Broadway Suite 507 New York, New York, 10018 Email: noelle@blanknyc.com
18.	BLUEBIRD & CO INC (T/A DAY DREAMER)	6253 Tipton Way Los Angeles CA 90042 Email: letty@daydreamerla.com
19.	BROOKLYN BLEU	351 Gates Avenue, New York, Brooklyn, 11216, USA Email: info@brooklynbleu.com
20.	DCK NEW YORK LIMITED (T/A FREEDOM)	DCK House, Radford Way, Billericay, Essex, CM12 0DZ Email: accountsreceivable@dck.com

21.	DCK NEW YORK LIMITED (T/A SACRED HAWK)	DCK House, Station Court, Radford Way, Billericay, CM12 0DZ Email: accountsreceivable@dck.com
22.	DCK NEW YORK LIMITED (T/A REVIVAL)	DCK House, Station Court, Radford Way, Billericay, CM12 0DZ Email: accountsreceivable@dck.com
23.	DUVIN INTERNATIONAL CLOTHING CO LLC (T/A DUVIN)	1285 Winter Garden Vineland Rd Suite 230 Winter Garden, FL 34787 Email: garrett@duvindesign.com
24.	ESQAPE ACCESSORIES CO.	10959 Adler Avenue Fontana, CA, 92316 Email: esq@esqape.life
25.	HONEY PUNCH WORLDWIDE LTD	16 Great Queen Street, Covent Garden, London, WC2B 5AH Email: accounting@myhoneypunch.com
26.	HOUSE OF CB BRAS	House of CB USA, LLC 7848 W Sahara Ave Las Vegas NV 89117 Email: ian@houseofcb.com
27.	HOUSE OF CB SHOES	House of CB USA, LLC 7848 W Sahara Ave Las Vegas NV 89117 Email: ian@houseofcb.com
28.	I.N.D.Y SUNGLASSES	258 Saint Nicholas Avenue, Harlem, New York, 10027 Email: indiemcfarlane@outlook.com
29.	JAINSONS INTL INC T/A NEW FRIENDS COLONY	7526 Tyrone Avenue Van Nuys, CA 91405

30.	LLOYD SHOE CO LIMITED	Cosmopolitan House, 2 Phipp Street, London EC2A 4BP Email: annaboniakowska@lloydshoe.co.uk
31.	LLOYD SHOE CO (USA) LTD	Berwick House, 8-10 Knoll Rise, Orpington, Kent BR6 0EL Email: annaboniakowska@lloydshoe.co.uk
32.	MISTRESS ROCKS	c/o House of CB USA, LLC 7848 W Sahara Ave Las Vegas NV 89117 Email: ian@houseofcb.com
33.	QUAY	16-18 Lentini Street Hoppers Crossing Melbourne, Victoria 3029 Australia Email: ar@quayaustralia.com
34.	QUAY EYEWEAR INC.	308 E 8th St, Los Angeles 90014, CA Email: ar@quayaustralia.com
35.	RETAIL INC LTD (T/A HOUSE OF CB)	Greenewable Park Station Lane Offord Cluny, St. Neots Cambridgeshire, PE19 5ZA UK Email: ian@houseofcb.com
36.	SADIE & SAGE, LLC	620 S Avenue 60, Los Angeles, CA, 90042 Email: steven@sadiesage.com
37.	SALVATION IS SALVATION LTD	217-219 Elm Road, Leigh on Sea, Essex, SS9 1SA

		Email: jok@theraggedpriest.com
38.	SKC AND SONS INC (T/A RAGA MAN)	922 W. Venice Blvd. Los Angeles, CA 90015 Email: rodema@chaudryfashion.com
39.	SKINNYDIP LIMITED	Skinnydip Limited 30 City Road London, United Kingdom, EC1Y 2AB Email: accounts@skinnydiplondon.com
40.	STONED IMMACULATE VINTAGE INC. (T/A STONED IMMACULATE)	137 N. Larchmont Blvd #227 Los Angeles CA 90004, USA
41.	TEE INK PTY LTD	7 Seaview Pde, Collaroy NSW 2097, Australia Email: pete@teeink.com.au
42.	THE GYPSY SHRINE LIMITED	Unit 5, Varley Business Centre, James Street, James Street, Manchester, Lancashire, England, M40 8EL Email: wholesale@thegypsyshrine.com, info@thegypsyshrine.com Attention: Jenna Meek
43.	THE PEOPLE VS PTY LTD	The People Vs Pty Ltd Unit 5 29 Wurrook Circuit Caringbah NSW 2229 Australia chaz@thepeoplevs.com
44.	THE RAGGED PRIEST	c/o Salvage is Salvation Ltd 106 Beach Avenue Leigh On Sea Essex, England, SS9 1HB Email: jan@theraggedpriest.com

45.	TRIED & TRUE	42 Bailie Gate Industrial Estate Sturminster Marshall Wimborne, England, BH21 4DB crystal@triedandtrueco.com
46.	WHYTE STUDIO PTY LTD	Savages Road, Brookfield QLD 4069 Email: bw@whyte-studio.com
COUNSEL		
47.	CORPORATION SERVICES COMPANY	2711 Centerville Road Suite 400 Wilmington, Delaware 19808 United States Fax: 302-636-5454
48.	GIBSON DUNN & CRUTCHER LLP	333 South Grand Avenue, Los Angeles, CA 90071-3197 Email: Cconway@gibsondunn.com Attention: Catherine Conway
49.	JACKSON LEWIS P.C.	400 Capitol Mall, Suite 1600 Sacramento, California, 95814 Email: Cary.Palmer@jacksonlewis.com Attention: Cary Palmer
50.	KATTEN MUCHIN ROSENMAN LLP	525 West Monroe Street Suite 1600 Chicago, Illinois 60661-3693 United States Main Fax: 312-902-1061

51.	NATIONAL ASSOCIATION OF ATTORNEYS GENERAL	1850 M St., NW, 12th Floor Washington, DC 20036 (202) 326-6025 (phone) (301) 452-1488 (cell) Email: kcordry@naag.org Attention: Karen Cordry, NAAG Bankruptcy Counsel
52.	OFFICE OF THE ATTORNEY GENERAL, DEPARTMENT OF JUSTICE, STATE OF CALIFORNIA	1300 I Street, Sacramento, CA 95814 Tel: (916) 210-6276 attorneygeneral@doj.ca.gov Fax: (916) 323-5341 Attention: Attorney General - Xavier Becerra
53.	OFFICE OF THE ATTORNEY GENERAL, STATE OF FLORIDA	The Capitol, Plaza Level One, Tallahassee, FL 32399-1050 Fax: (850) 487-2564 ashley.moody@myfloridalegal.com Attention: Attorney General - Ashley Moody
54.	OFFICE OF THE ATTORNEY GENERAL, STATE OF GEORGIA	40 Capitol Square, SW, Atlanta, GA 30334 Fax: (404) 657-8733 chris.carr@ga.gov Attention: Attorney General - Chris Carr
55.	OFFICE OF THE ATTORNEY GENERAL, STATE OF ILLINOIS	500 S. Second Street Springfield, IL 62706 Fax: (217) 782-7046 copy to: 100 W. Randolph Street, 12th Floor Chicago, IL 60601 Fax: (312) 814-2549 kwame.raoul@illinois.gov Attention: Attorney General - Kwame Y. Raoul

56.	OFFICE OF THE ATTORNEY GENERAL, STATE OF NEVADA	100 North Carson Street, Carson City, Nevada 89701 Fax: (775) 684-1108 aford@ndep.nv.gov Attention: Attorney General - Aaron D. Ford, JD
57.	OFFICE OF THE ATTORNEY GENERAL, STATE OF NEW YORK	120 Broadway, New York, NY 10271-0332 letitia.james@ag.ny.gov Fax: (212) 416-8942 Attention: Attorney General - Letitia James
58.	OFFICE OF THE ATTORNEY GENERAL, STATE OF TEXAS	300 West 15th Street, Austin, TX 78701 ken.paxton@texasattorneygeneral.gov Fax: (512) 463-2050 Attention: Attorney General - Ken Paxton
59.	OFFICE OF THE ATTORNEY GENERAL, COMMONWEALTH OF VIRGINIA	202 North Ninth Street, Richmond, Virginia 23219 Fax: (804) 371-0200 mherring@oag.state.va.us Attention: Attorney General - Mark R. Herring
INSURANCE		
60.	AXA INSURANCE COMPANY	125 Broad Street 5th Floor New York, NY 10004
61.	CHUBB	P.O. Box 5105 Scranton, PA 18505-0518 Fax: 888-844-9073 ChubbClaimsFirstNotice@Chubb.com ApolloProRskACEIncoming@chubb.com copy to: 1133 Avenue of the Americas, 32nd Fl

		New York, NY 10036 Attention: Chief Underwriting Officer
62.	CHUBB GROUP OF INSURANCE COMPANIES	One Financial Center Boston, Massachusetts 02111 Email: mcu@chubb.com Facsimile: 1 877 200 5202
63.	FEDERAL INSURANCE COMPANY	15 Mountainview Rd Warren, NJ 07059-6711
64.	GREAT NORTHERN INSURANCE COMPANY	202B Hall's Mill Road, Whitehouse Station, NJ 08889
65.	LIBERTY MUTUAL FIRE INSURANCE CO.	175 Berkeley Street Boston, MA 02116-5066
66.	LLOYDS OF LONDON	One Lime Street London, Greater London EC3M 7MA United Kingdom
67.	PACIFIC INDEMNITY COMPANY	202B Hall's Mill Road Whitehouse Station, NJ 08889
68.	SAFETY SPECIALTY INSURANCE COMPANY	1832 Schuetz Rd Saint Louis, MO 63146-3540
69.	TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	385 Washington Street Mail Code 9275-NB03F St. Paul, MN 55102 FAX: 888.460.6622 Email: BSIclaims@travelers.com

RETAIL OPERATIONS		
70.	1-800-GOT-JUNK	O2E Brands 301 - 887 Great Northern Way Vancouver, British Columbia V5T 4T5 Canada
71.	BARTHELMMESS GMBH	Schwabacher Strasse 510 Furth, Bavaria 90763 Germany Main Fax: 49 9119713315 Email: tn@barthelmess.com
72.	BEE DEE BAGS PTY LIMITED	7 Norton St East Wagga Wagga, NSW 2650 Australia Email: info@beedeebags.com.au
73.	BI-DESIGN EUROPE LTD T/A HOME	7 Unicorn Business Park Whitby Road, Brislington Bristol, England, BS4 4EX Email: kate@thisishome.co.uk
74.	BRINKS INCORPORATED	1801 Bayberry Court P.O. Box 18100 Richmond, Virginia 23226-8100 United States Main Fax: 804-289-9746 Email: nathan.lucero@brinksinc.com Attention: Nathan Lucero
75.	CONSTELLATION	Constellation NewEnergy, Inc. 100 Constellation Way Suite 600C Baltimore, MD 21202 Email: cnecustomer@constellation.com

76.	DELIV, INC	DELIV, INC 4400 Bohannon Drive Suite 120 Menlo Park, CA 94025 Email: press@deliv.co
77.	EXPEDITORS INTERNATIONAL US	EXPEDITORS INTERNATIONAL of Washington, Inc 1015 Third Avenue 12th Floor Seattle, Washington 98104 United States Email: AR-JFK@Expeditors.com
78.	FOX PRINT SERVICES LLP	10 Lonsdale Gardens Tunbridge Wells Kent, TN1 1NU Email: accounts@fox-ms.co.uk
79.	GENERAL INFORMATION SERVICES INC	917 Chapin Road Post Office Box 353 Chapin, SC 29036 Main Fax: 803-948-2048 Email: scausey@genifo.com
80.	GETTY IMAGES	605 5th Avenue South Suite 400 Seattle, Washington 98104 United States Main Fax: 206-925-5623 Email: london.broadcast@gettyimages.com
81.	GLAMSQUAD	54 West 21st Street Suite 301 New York, NY 10010

		Email: reservations@glamsquad.com
82.	GRANITE TELECOMMUNICATIONS	100 Newport Avenue Extension Quincy, MA 02171 Main Fax: 617-328-0312 Email: paymentcenter@granitenet.com
83.	HARMONY/SYNEL	Synel M L L Payway 2 Hamada Street POB 142 Yokneam Israel Phone: +972 (0)4 959 6777 Fax: +972 (0)4 989 0484
84.	KELLERMEYER BUILDING SERVICES	3605 Ocean Ranch Boulevard Suite 200 Oceanside, CA 92056 United States Email: ssteinman@kbs-services.com, ar-ca@kbs-services.com Attention: Sarah Steinman
85.	KETER ENVIRONMENTAL SERVICES, INC	1177 High Ridge Road Stamford, Connecticut, 06905 United States Email: accounting@keteres.com
86.	LEACH COLOUR LTD	Dyson Wood Way Bradley Huddersfield, West Yorkshire HD2 1GN United Kingdom Main Fax: 44 1484 551 211 Email: accounts@fox-ms.co.uk

87.	MAINETTI UK LIMITED	Oxnam Road Jedburgh, Roxburghshire TD8 6NN United Kingdom Main Fax: 44 1835 863 879 Email: jackie.gibson@mainetti.com
88.	MARINA BOGIN	Email: melrosedfs@hotmail.com
89.	MARX + MOSCHNER GMBH	Wigeystraße 18 - 20 57368 Lennestadt Germany Email: beckmann@marx-moschner.de
90.	MERIDIAN IT	Forward House 17 High Street Henley In Arden West Midlands, B95 5AA Email: info@meridianit.co.uk
91.	METRO ONE LOSS PREVENTION SERVICES GROUP	900 South Avenue Suite 200 Staten Island, New York 10314-3425 United States Main Fax: 718-370-3627 Email: info@metroonelpsg.com
92.	MITCHELLS NY DIVERSIFIED	Mitchell's NY/AM News P.O. Box 8367 Long Island City, NY 11101-8367 Email: logistics@mitchellsny.com
93.	MOOD MEDIA	3318 Lakemont Boulevard Fort Mill, South Carolina 29708 United States

		Email: creditcontrol@moodmedia.com
94.	MOSS RETAIL & ENVIRONMENTS	Moss, Inc. 2600 Elmhurst Rd Elk Grove Village, IL 60007-6312 Main Fax: 847-238-4676 Email: accountsreceivable@mossinc.com
95.	OFFICE DEPOT US	6600 North Military Trail Boca Raton, Florida 33496 United States Main Phone: 561-438-4800 Email: helen.mazzo@officedepot.com Attention: Helen Mazzo
96.	PIPP MOBILE STORAGE SYSTEMS INC	2966 Wilson Drive NW Walker, Michigan 49534 United States Main Fax: 616-988-4045 Email: jritter@pippmobile.com
97.	RICOH USA	70 Valley Stream Parkway Malvern, PA 19355 Email: electronicpay@ricoh-usa.com
98.	SCRATCH EVENTS LLC	Scratch Music Group 90 Broad Street Suite # 2003 New York, NY 10004 Email: accounting@scratch.com
99.	SHOPFIT	Shopfit Uk (Hull) Limited: Somerdon House Neat Marsh Road Hull, North Humberside, HU12 8TP

		United Kingdom
100.	SHRED IT USA LLC	11311 Cornell Park Drive Suite 125 Blue Ash, Ohio 45242 United States Email: eftus.finance@shredit.com
101.	SLM WASTE & RECYCLING SERVICES INC	5000 Commerce Dr Green Lane, Pennsylvania, 18054-2286 Email: lbitting@slmwaste.com
102.	TERMINIX COMMERCIAL	The Terminix International Company Limited 150 Peabody Place Memphis, TN 38103
103.	THE BUSINESS OF FASHION	Moray House, 23-31 Great Titchfield Street 6th Floor London W1W 7PA England, United Kingdom Email: professional@businessoffashion.com
104.	TOBY PASHBY T/A ALLTODVD	Alltodvd.com 95 Lawn Lane Hemel Hempstead HP3 9HW Email: sales@alltodvd.com
105.	TYCO INTEGRATED SECURITY	Johnson Controls One Albert Quay. Albert Quay, Cork, Ireland Email: comcash@tyco.com and copy to:

		Johnson Controls, 5757 N. Green Bay Ave. P.O. Box 591 Milwaukee, WI 53201
106.	ULINE	12575 Uline Drive Pleasant Prairie, Wisconsin 53158 United States Main Phone: 262-612-4200 Main Fax: 800-295-5571 Other Phone: 800-295-5510 Email: eftremit@uline.com
107.	VENDING MACHINES	Level 9 9 Sherwood Road Toowong Brisbane, Queensland 4066 Australia
108.	WAGEWORKS	Wageworks, Inc. 1100 Park Place 4th Floor San Mateo, CA 94403 Email: help@wageworks.com
PROPERTY		
109.	830 NMA LLC	830 NMA LLC 350 N. Orleans, Ste 300 Chicago, IL 606540000
110.	CROSBY & HIGGINS LLP	477 Madison Ave. 6th Fl. New York, NY, 10022

		Email: esilva@crosbyhiggins.com
111.	INITIAL HYGIENE	Rentokil Initial plc Riverbank Meadows Business Park Blackwater Camberley Surrey GU17 9AB Email: initial.accounts@rentokil-initial.com
112.	MOOD (DMX LLC)	DMX LLC 1703 West Fifth Street Suite 600 Austin, TX 78703 Email: cashservices@moodmedia.com
113.	PR SPRINGFIELD TOWN CENTRE LLC	200 S Broad Street St 300 Philadelphia PA19102 Email: springfieldtowncenterbookkeeper@preit.com
TRADE SUPPLIER		
114.	BLACKSTONE DESIGN LTD	62-72 Tabernacle Street London. EC2A 4LR Email: office@blackstonedesignltd.com
HUMAN RESOURCES		
115.	BORIS BENIC AND ASSOCIATES LLP	500 Old Country Road Suite 311 Garden City, NY 11530

116.	CORE COMPUTER CONSULTANTS LTD	Core House, West Point Bus Pk Link Road Cork Ireland 353-21-494-74-00
117.	JOHN HANCOCK LIFE ASSURANCE COMPANY	6 Raffles Quay #21-00 John Hancock Tower SINGAPORE, 048580
118.	ROBIN S WEINGAST ASSOCIATES	100 Quentin Roosevelt Blvd. 5Th Fl Garden City, New York 11530-4874 United States Main Phone: 516-794-1450
FINANCE		
119.	US NEWDAY EQUIVALENT	This is a company with a close name: NewDay USA 8160 Maple Lawn Blvd Fulton, Maryland 20759 877-423-1400
120.	US KLARNA EQUIVALENT	Klarna Primary Office: Sveavägen 46 111 34 Stockholm Sweden Phone: +46 (0)556737-0431 Alternate Office: Columbus 629 North High Street

		Suite 300 Columbus, OH 43215 United States Phone: +1 (614) 961-4810
MARKETING AND PR		
121.	MALL MEDIA	4416 Dawson St Suite 3 Burnaby, British Columbia, V5C 4B9 Canada
DIGITAL		
122.	TSTM	c/o Top Shop/Top Man Limited, Colegrave House, 70 Berners Street, London, W1T 3NL
TECHNOLOGY		
123.	HYPERCORE NETWORKS INC	2024 W 15th St F331 Plano, Texas, 75075-7363
124.	NEW HORIZON COMMUNICATIONS	200 Baker Avenue Suite 300 Concord, Massachusetts 01742 United States
125.	TWC* NATIONAL BUSINESS	TWC Enterprises Limited: 15675 Dufferin Street King City, ON L7B 1K5

		Canada
126.	TWC* TIME WARNER NYC	Time Warner Cable LLC: 60 Columbus Circle 17th Floor New York, NY 10023 United States
LOGISTICS		
127.	GILBERT DC	Gilbert LLC 1100 New York Ave NW #700 Washington, DC 20005
OTHER PARTIES		
128.	ALEXANDER WANG	Alexander Wang Inc. 386 Broadway, Third Floor New York, NY 10013 Fax: 212-532-3110 Email: fiana.kwasnik@alexanderwang.com Attention: Fiana Kwasnik
129.	ARTHUR PAYNE V JT MAGEN COMPANY INC.	The Field Law Firm PC, 150 Broadway, Suite 1703, New York 10038 Attention: Michael J Finch
130.	CENTER FOR ENVIRONMENTAL HEALTH	Lexington Law Group 503 Divisadero Street San Francisco, CA 94117 esomers@lexlawgroup.com Attention: Eric S. Somers

131.	CHROME HEARTS LLC	915 North Mansfield Avenue Hollywood, California 90038 Attention: Mario D. Lejtman with copy to: Blakely Law Group 1334 Parkview Avenue, Suite 280 Manhattan Beach, California 90266 Attention: Brent H. Blakely, Esq.
132.	KLAUBER BROTHERS, INC.	Doniger/Burroughs Building 603 Rose Avenue Venice, California 90291 Email: tbarrett@donigerlawfirm.com copy to: 231 Norman Avenue, Suite 413 Brooklyn, New York 11222
133.	WILLIAM SCOTT	Email: bobscott200@gmail.com

Fill in this information to identify the case and this filing:

Debtor Name: Arcadia Group (USA) Limited (in Administration)

United States Bankruptcy Court for the: Southern District of New York

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204) U*
- ☒ *Other document that requires a declaration* **Statements of Foreign Representatives Required by Section 1515(c) of the Bankruptcy Code and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 22, 2019

x 
Signature of individual signing on behalf of debtor

Daniel Francis Butters
Printed name

Foreign Representative
Position or relationship to debtor

x _____
Signature of individual signing on behalf of debtor

Ian Colin Wornleighton
Printed name

Foreign Representative
Position or relationship to debtor

EAST\166615595.2

Exhibit C
(Corporate Ownership Statement Under Bankruptcy Rule 7007.1)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	
ARCADIA GROUP (USA) LIMITED (in Administration), ¹)	Chapter 15
)	
Debtor in a Foreign Proceeding.)	Case No. 19-_____ (____)

CORPORATE OWNERSHIP STATEMENT

In accordance with Rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Daniel Francis Butters and Ian Colin Wormleighton, in their capacity as duly authorized joint foreign representatives (jointly, the “**Foreign Representatives**”), of Arcadia Group (USA) Limited (in Administration) (the “**Foreign Debtor**”) in a foreign proceeding commenced under English law pursuant to the Insolvency Act 1986 (the “**UK Proceeding**”), hereby certify that the following corporate entity owns more than 10% of the Debtor:

Shareholder	Percentage of Total Shares
Top Shop/Top Man Limited Colegrave House 68-70 Berners Street London, W1T 3NL	100%

[Declaration Page Follows]

¹ The Foreign Debtor is incorporated and registered in England and Wales with Company Number 06404527. The Foreign Debtor’s mailing address (and its registered office) is Colegrave House, 70 Berners Street, London, W1T 3NL, United Kingdom.

Fill in this information to identify the case and this filing:

Debtor Name: Arcadia Group (USA) Limited (in Administration)

United States Bankruptcy Court for the: Southern District of New York
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

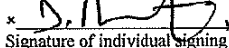
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204) U*

☒ *Other document that requires a declaration Corporate Ownership Statement*

Executed on May 22, 2019

x 
Signature of individual signing on behalf of debtor

Daniel Francis Butters
Printed name

Foreign Representative
Position or relationship to debtor

x _____
Signature of individual signing on behalf of debtor

Ian Colin Wormleighton
Printed name

Foreign Representative
Position or relationship to debtor